

Patni Computer Systems LTD  
Form 6-K  
January 10, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 6-K**

**REPORT OF FOREIGN ISSUER**

**Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

**For January 7, 2012**

**PATNI COMPUTER SYSTEMS LIMITED**

**Akruti Softech Park , MIDC Cross Road No 21,  
Andheri (E) , Mumbai - 400 093, India**

(Exact name of registrant and address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

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Yes  No

If  Yes is marked, indicate below the file under assigned to the registrant in connection with Rule 12g3-2(b):



**Sub: Declaration of Postal Ballot Result for Voluntary Delisting of Equity Shares pursuant to Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.**

This refers to our Form 6K dated 16th November, 2011 whereby we had informed that the Company was seeking the consent of its Members to a delisting proposal received from Pan-Asia iGATE Solutions and iGATE Global Solutions Limited, a part of the Promoter Group of the Company, to voluntarily delist the equity shares of the Company from the National Stock Exchange of India Limited and the Bombay Stock Exchange Limited where the equity shares of the Company are presently listed and the American Depository Shares ( **ADSs** ) of the Company from the New York Stock Exchange ( **NYSE** ), where the ADSs of the Company are presently listed, by way of postal ballot pursuant to the provisions of Section 192A (2) of the Companies Act, 1956 read with the Companies (Passing of the Resolutions by Postal Ballot) Rules, 2011. The Postal Ballot Notice along with the Postal Ballot forms were dispatched to the Shareholders of the Company. The Members were requested to return the Postal Ballot forms duly completed and signed along with the assent (for) or dissent (against), so as to reach the Scrutinizer before the close of working hours (1700 hours IST) on or before January 06, 2012.

The Scrutinizer, Mr. Vijayakrishna KT, a practicing Company Secretary, has carried out the scrutiny of all the Postal Ballot forms and has submitted his report dated 7th January, 2012 to the Company Secretary of the Company. After receiving the Scrutinizer's Report, it is hereby announced that the Special Resolution contained in the Postal Ballot Notice dated 5th December, 2011 was duly passed by the requisite majority as required under Section 189(2) of the Companies Act, 1956, Regulation 8(1) (b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 ( **Delisting Regulations** ) as well as the applicable rules of the NYSE and the U.S. Securities and Exchange Commission and the U. S. Securities Exchange Act of 1934, all as amended from time to time. The results of the Postal Ballot conducted as per the report of the Scrutinizer are as follows:

A) Certain Ballot Forms were rejected on technical grounds as follows:

Sr.	Particulars	No. of Postal Ballot Forms	No. of Shares involved
I.	Mismatch of signatures with specimen signature	16	907
II.	Signature not affixed	2	176
III.	Not exercising the vote/ Exercising equally all votes Assent and Dissent	9	611
IV.	No. of Shares mentioned more than the actual shareholding	5	157
V.	Name and other details not mentioned / Resolution or PoA not enclosed	2	1,350
	Total	34	3,201

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B) The analysis of the scrutiny of the Postal Ballot is summarized below:

Sr.	Particulars	No. of Postal Ballot Forms	No. of Shares	Percentage of Shares
a	Ballot Forms Received	1,535	12,83,80,461	
b	Less: Invalid / Rejected Forms	34	3,201	
c	Net valid forms	1,501	12,64,89,439	100.00
d	Ballot Forms with assent for the Resolution*	970	12,64,23,186	99.95
e	Postal Ballot Forms with dissent for the Resolution*	536	66,253	0.05

Note: 1. Five Shareholders have not cast all their votes in the same way.

2. Four shareholders out of their overall holdings have not cast votes in respect of 18,87,821 shares.

Based on above analysis, the said Special Resolution may be considered as passed with requisite majority under section 189(2) of the Companies Act, 1956.

C) Summary of the Postal Ballot Forms as per Regulation 8(1)(b) of the SEBI (Delisting of Equity Shares) Regulations, 2009, excluding Promoters' Votes:

a	Promoters' Ballot forms with assent	2	8,99,28,848	
c	Public Forms with assent for the resolution	966	1,12,22,037	99.60

\* After considering 2,71,81,514 votes held by the Depositories as other than Public Shareholders.

As per above, the said Special Resolution may be considered as passed with requisite majority pursuant to the Regulation 8 (1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

**RESULT:**

**The Special Resolution contained in the Postal Ballot Notice dated 5th December, 2011 was duly passed with the requisite majority as required under section 189(2) of the Companies Act, 1956 and the Regulation 8 (1)(b) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.**

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PATNI COMPUTER SYSTEMS LIMITED

Dated: January 7, 2012

By:

/s/ ARUN KANAKAL  
Arun Kanakal  
*Vice President & Company  
Secretary*

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